

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*¹
Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd
Jointly Administered

/

**NOTICE OF FINAL APPLICATION OF SUGAR FELSENTHAL GRAIS &
HELSINGER LLP FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees and expenses incurred for the period from November 1, 2020 through February 28, 2021, as listed below:

Professional (name and address):	Sugar Felsenthal Grais & Helsinger, LLP 30 N. LaSalle Street, Suite 3000 Chicago, IL 60602
Fees requested:	\$35,500.00
Expenses requested:	\$0.00
Fees and expenses previously allowed by Court:	\$258,150.00 in fees and \$35.00 in expenses pursuant to the Interim Fee Order

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

ANY OBJECTION MUST BE TIMELY FILED WITH:

United State Bankruptcy Court
One Division North
Grand Rapids, Michigan 49503

A COPY OF ANY OBJECTION MUST ALSO BE SENT TO:

Jaffe Raitt Heuer & Weiss, P.C.
Attn: Paul R. Hage
27777 Franklin, Suite 2500
Southfield, Michigan 48034
phage@jaffelaw.com

Respectfully submitted by,

JAFFE RAITT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandess@sfg.com

*Counsel to the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: March 5, 2021.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*²
Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd
Jointly Administered

/

**FINAL APPLICATION OF SUGAR FELSENTHAL GRAIS & HELSINGER, LLP
FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Sugar Felsenfeld Grais & Helsinger, LLP (“SFGH”), counsel to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, submits this final application (the “Fee Application”) for compensation for services rendered and reimbursement of expenses incurred as counsel to the Committee including:

(i) final approval of \$258,185 in fees and expenses previously approved under the Interim Fee Order (as that term is defined below), and (ii) final approval of \$35,500 in fees and expenses incurred from November 1, 2020 through February 28, 2021 (the “Application Period”), pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim*

² The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

Compensation and Reimbursement of Expenses of Professionals [Doc. No. 113] (the “Compensation Order”).³ In support of this Fee Application, SFGH states:

Jurisdiction & Venue

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

Background

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving SFGH’s employment as counsel for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 230] (the “Employment Order”).

5. The Court entered the Compensation Order on June 30, 2020. The Compensation Order authorizes professionals retained in these cases, including SFGH, to file with the Court and serve monthly statements of fees and expenses on parties identified in the Compensation Order.

³ The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section __.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule __” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule __.”

If no timely objections were filed, the Debtors were authorized to pay each professional 80% of the fees and 100% of the expenses requested in each monthly statement.

6. On October 21, 2020, the Court entered the *Amended Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unencumbered Leases, and (III) Granting Related Relief* [Doc No. 376] (the “Sale Order”). Among other things, the Sale Order established a Wind-Down Budget that contemplated payment in full of all professional fees anticipated to be incurred in these cases through conversion subject to certain caps. *See* Sale Order, at ¶ 33. The Sale Order also provided that, to the extent any funds allocated for payment of estate professionals’ fees were not utilized in full prior to conversion of these cases, such funds would be returned to the Prepetition Secured Lenders. *Id.*

7. On December 30, 2020, the Court entered the *Order Approving First Application of Sugar Felsenthal Grais & Helsinger, LLP for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* [Doc. No. 433] (“Interim Fee Order”) wherein it granted SFGH interim compensation in the amount of \$258,185 pursuant to section 331 for professional fees and expenses incurred in these cases through October 31, 2020.

Request for Compensation

8. By this Fee Application, SFGH seeks final approval of the fees and expenses allowed and paid pursuant to the Interim Fee Order.

9. Additionally, in connection with professional services rendered to the Committee in these cases during the Application Period, SFGH seeks allowance of an administrative expense pursuant to section 503(b)(2) in the amount of \$35,500, which consists of compensation in the amount of \$35,500 and reimbursement of expenses incurred in the amount of \$0.00.

10. Attached to this Fee Application as **Exhibits A and B** are detailed statements of the fees incurred during the Application Period (the “Statements”). The time described in the Statements represents the actual amount of time spent or, in certain instances, less than the actual amount of time spent by SFGH attorneys and paralegals who rendered the services described. Certain time reflected in the Statements has been either reduced or “no-charged” by SFGH to reduce the burden on the estates related to multiparty conferences or to other services deemed in hindsight to warrant adjustment.

11. SFGH’s hourly rates of compensation for attorneys and paraprofessionals during the Application Period ranged from \$575.00 to \$685.00, subject to an hourly blended rate cap of \$500.00 per hour as approved under the terms of the Employment Order. These rates are comparable to, or lower than, rates charged by other practitioners having the same level of experience, expertise, and standing for similar services. SFGH consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

12. SFGH professionals expended significant effort during the Application Period to ensure the successful administration of these chapter 11 cases. On behalf of the Committee, SFGH assisted with the preparation and prosecution of a motion to substantively consolidate the Debtors’ bankruptcy estates and to convert these cases to chapter 7 upon completion of certain identified milestones, investigated certain claims and causes of action belonging to the Debtors’ estates and took efforts to preserve such claims and causes of action for the benefit of the chapter 7 trustee, and addressed various other issues consistent with their duties as counsel for the Committee. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances.

13. The services rendered by SFGH during the Application Period are grouped into various categories, and the attorneys and paraprofessionals who rendered those services are identified—along with the number of hours spent by each individual and the total compensation sought for each category—in the attachments to this Fee Application. Brief descriptions of the services rendered by SFGH during the Application Period, by category, follow:

A. General Case Administration

SFGH spent 43.2 hours performing services related to the administration of the chapter 11 cases during the Application Period. This category includes communicating with other estate professionals regarding the status of the cases, evaluating conversion alternatives, preparing and prosecuting a motion to substantively consolidate the Debtors' bankruptcy estates and to convert these cases to chapter 7 upon completion of certain identified milestones and evaluating various options for generating a distribution to general unsecured creditors.

B. Employment & Fee Applications

SFGH spent 1.9 hours during the Application Period preparing, reviewing and transmitting monthly fee statements and interim and final fee applications submitted by SFGH and other estate professionals in these chapter 11 cases.

C. Claims Analysis & Objections

SFGH spent 7.7 hours during the Application Period reviewing the Debtors' schedules of assets and liabilities, reviewing claims filed in these chapter 11 cases and objecting to or otherwise addressing such claims.

D. Creditor Inquiries, Negotiations & Settlements

SFGH spent .2 hours responding to inquiries from creditors about their claims in the Debtors' bankruptcy cases.

E. Committee Meetings & Governance

SFGH spent 2.5 hours participating in meetings and otherwise communicating with Committee members and/or their counsel regarding case strategy and status during the Application Period.

F. Litigation and Contested Matters

SFGH spent 15.2 hours analyzing and seeking to preserve potential causes of action belonging to the Debtors' estates which may be pursued by the chapter 7 trustee, once appointed. This includes time spent negotiating and obtaining extensions of the deadline for the Committee or the chapter 7 trustee to commence a non-dischargeability adversary proceeding in the chapter 11 case of the Debtors' affiliate, Mark Sellers; obtaining standing to file, and filing, claims in other affiliate bankruptcy cases; and reviewing filings in such cases.

14. SFGH submits that the compensation sought under this Fee Application represents a fair and reasonable amount for the services rendered during the Application Period, given the criteria set forth in section 330 for evaluating applications for compensation, namely:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

15. Because there may be other actions that need to be taken prior to conversion of these cases in order to aid the soon to be appointed chapter 7 trustee in successfully maximizing the recovery to unsecured creditors, the professionals retained by the Committee may need to continue providing some services between the date of the filing of this Fee Application and the conversion date. It would be problematic if the Committee's professionals were obliged to cease all work following the filing of this Fee Application.

16. Accordingly, no later than eight days before they submit proposed orders approving their final fee applications, the Committee's professionals propose to file supplemental fee statements with any additional time or expenses incurred (each a "Supplemental Fee Statement" and, collectively, the "Supplemental Fee Statements") subsequent to the Application Period. The Committee professionals will serve the Supplemental Fee Statements on the notice parties set forth in the Compensation Order and such notice will provide that such parties shall have a period of seven days to file any objections to the Supplemental Fee Statements. If no objections are timely filed, then the fees and expenses set forth in the Supplemental Fee Statements will, subject to Court approval, likewise be deemed allowed on a final basis.

17. The Committee's professionals submit that the foregoing procedure is appropriate in this case because: (i) the Committee professionals estimate that the aggregate fees and expenses set forth on the Supplemental Fee Statements will be minimal, (ii) the funds to be utilized to pay amounts requested in the Supplemental Fee Statements are capped by the Wind-Down Budget, (iii) the funds to be utilized to pay amounts requested in the Supplemental Fee Statements will not impact the estate because, pursuant to the Sale Order, any unused funds will be returned to the Prepetition Secured Lenders upon conversion of these cases, and (iv) any fees and expenses exceeding that cap set forth in the Wind-Down Budget will be voluntarily disallowed.

18. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, SFGH will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, SFGH will provide notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150 California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. SFGH submits that, in light of the nature of the relief requested, no other or further notice need be provided.

WHEREFORE, SFGH respectfully requests that this Court enter an order substantially in the form attached as **Exhibit C** to this Fee Application:

- (a) Allowing and approving, on a final basis, the fees and expenses allowed and paid pursuant to the Interim Fee Order.

- (b) Allowing and approving, on a final basis, an administrative expense in the amount of \$35,500, consisting of \$35,500 for professional services rendered and \$0.00 for actual and necessary expenses incurred by SFGH during the Application Period as the Committee's counsel;
- (c) Allowing and approving, on a final basis, an administrative expense for the fees and expenses set forth on any Supplemental Fee Statement filed by SFGH;
- (d) Authorizing payment to SFGH of all allowed fees and expenses not previously paid; and
- (e) Providing SFGH with any additional relief as may be appropriate under the circumstances.

Respectfully submitted by,

Dated: March 5, 2021

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfgb.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Exhibit A
(November 2020 Statement)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN

In re:

BARFLY VENTURES, LLC, et. al.¹

Debtors.

Chapter 11
Case No. 20-01947-jwb

(Jointly Administered)

/

**MONTHLY FEE STATEMENT OF SUGAR FELSENTHAL GRAIS & HELSINGER
LLP FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR NOVEMBER 2020**

Name of Applicant:	Sugar Felsenenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	November 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$10,800.00 ² 80% = \$8,640.00 20% = \$2,160.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$8,640.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandness@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: December 9, 2020

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11/30/2020

10836-001

266342

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 Statement No:

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees			
		Hours	
11/02/2020	MAB	Review conversion motion (0.3).	0.30 172.50
11/04/2020	MAB	Discussions with potential chapter 7 trustees about case status (1.4); email correspondence and telephone conference with John Lucas regarding conversion motion (0.5); email correspondence with Paul Hage regarding same (0.2).	2.10 1,207.50
11/05/2020	MAB	Draft supplement to motion to convert (3.9); email correspondence with debtors' professionals regarding same (0.2).	4.10 2,357.50
11/06/2020	MAB	Telephone conference with Paul Hage regarding open case issues (0.2).	0.20 115.00
11/09/2020	NB	Review and compile stipulated motion to approve agreed relief; review and compile stipulated motion to extend time to object to discharge under Rule 523 and chapter 11 plan in Mark Sellers bankruptcy action (0.2)	0.20 50.00
11/12/2020	MAB	Review and revise conversion motion (0.4); telephone conference with Ron Gold regarding chapter 7 trustee (0.3); telephone conference and email correspondence with Paul Hage regarding same (0.4); revise supplement in support of conversion motion (1.4); telephone conference with Michael Maggio regarding chapter 7 trustee (0.3).	2.80 1,610.00
11/13/2020	MAB	Multiple strategy conferences with Paul Hage regarding chapter 7 trustee (0.7); telephone conference with Paul Hage and Michael Maggio regarding same (0.4); email correspondence with Elisabeth Van Eitzen regarding same (0.3).	1.40 805.00
11/15/2020	MAB	Email correspondence with Matthew Murphy regarding credit agreement (0.2).	0.20 115.00
11/18/2020	JRO	Email correspondence Paul Hage regarding Sellers hearing 11/19 (0.2).	0.20 107.00
11/19/2020	MAB	Prepare for and participate in Sellers hearing (1.4); email correspondence with Paul Hage regarding same (0.2); email correspondence with Jason Torf regarding chapter 7 trustee appointment (0.2); email correspondence with Paul Hage regarding same (0.1).	1.90 1,092.50
11/23/2020	MAB	Multiple email correspondence with John Piggins regarding Sellers' plan	

Official Committee of Unsecured Creditors

General Case Administration

			Hours	
	(0.4).		0.40	230.00
11/25/2020	MAB	Telephone conference with Paul Hage and Jason Torf regarding Sellers' claim objection (0.5).	0.50	287.50
11/30/2020	MAB	Telephone conference with Paul Hage regarding case strategy (0.3); email correspondence with Jason Torf regarding chapter 7 trustee (0.4). For Current Services Rendered	0.70 15.00	402.50 8,552.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	14.60	\$575.00	\$8,395.00
John R. O'Connor	0.20	535.00	107.00
Nancy Bailey	0.20	250.00	50.00

FOR YOUR CONVENIENCE, PLEASE PAY THIS INVOICE ONLINE THROUGH
 "PAY MY BILL" LINK AT WWW.SFGH.COM
 AS A COURTESY, WE WILL CREDIT BACK ANY CREDIT CARD
 PROCESSING FEE YOU INCUR, ON YOUR NEXT INVOICE

30 N. LaSalle Street
 Suite 3000
 Chicago, IL 60602
 (312)704-9400

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 11/30/2020
 Account No:
 10836-005
 Statement No:
 266344

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

			Hours	
11/06/2020	MAB	Draft October monthly fee statement (1.1). For Current Services Rendered	1.10	632.50
			<hr/>	<hr/>
			1.10	632.50

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	1.10	\$575.00	\$632.50

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SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
 Suite 3000
 Chicago, IL 60602
 (312)704-9400

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11/30/2020

10836-008

266347

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 Statement No:

Attn: Sharon Murphy, Director of Credit

Claims Analysis & Objections

Fees

			Hours
11/20/2020	MAB	Draft objection to Mark Sellers' claim (3.4); email correspondence with Paul Hage regarding same (0.2).	3.60
11/23/2020	MAB	Telephone conference with Paul Hage regarding Sellers' claim objection (0.3); email correspondence with Jason Torf regarding same (0.1). For Current Services Rendered	0.40 4.00
		Total Current Work	<u>2,300.00</u> 2,300.00

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 PROCESSING FEE YOU INCUR, ON YOUR NEXT INVOICE**

SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Page: 1

11/30/2020

Account No:

10836-010

Statement No:

266348

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Creditor Inquiries, Negotiations, & Settlements

Fees

			Hours	
11/12/2020	MAB	Email correspondence with Jason Torf regarding claim amount (0.2). For Current Services Rendered	0.20	
			0.20	115.00
		Total Current Work		115.00

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SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
 Suite 3000
 Chicago, IL 60602
 (312)704-9400

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11/30/2020

10836-011

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 Statement No:

266349

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours
11/03/2020	MAB	Draft email memorandum to committee regarding conversion and substantive consolidation motion (0.4).	0.40 230.00
11/04/2020	MAB	Email correspondence with committee regarding case conversion motion and trustee election (0.4); telephone conference with Craig Hall regarding same (0.2). For Current Services Rendered	0.60 345.00 1.00 575.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	1.00	\$575.00	\$575.00

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 AS A COURTESY, WE WILL CREDIT BACK ANY CREDIT CARD
 PROCESSING FEE YOU INCUR, ON YOUR NEXT INVOICE**

SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
 Suite 3000
 Chicago, IL 60602
 (312)704-9400

Page: 1

11/30/2020

10836-015

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 Statement No:

266350

Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

		Fees	Hours
11/06/2020	MAB	Review draft stipulation to extend deadline to file dischargeability action against Mark Sellers (0.3).	0.30
		For Current Services Rendered	0.30
		Total Current Work	172.50
			172.50

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Exhibit B
(December 2020 – February 2021 Statement)

Page: 1

02/28/2021

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 10836-001

Statement No:
 269202

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

Hours

12/02/2020	MAB	Email correspondence and telephone conference with Paul Hage regarding chapter 7 trustee issue (0.3); strategy conference with Mark Melickian regarding same (0.3); email correspondence with Michael Maggio regarding same (0.1); email correspondence with Paul Hage regarding case status and next steps (0.2).	0.90	517.50
	MSM	Telephone call with Michael Brandess regarding conversion and litigation concerns and strategies (0.3).	0.30	205.50
12/03/2020	MAB	Email correspondence with Paul Hage regarding case strategy (0.2); email correspondence with John Piggins regarding Sellers' plan (0.3).	0.50	287.50
12/07/2020	MAB	Strategy conference with Paul Hage regarding case strategy and go-forward approach (0.3); telephone conference with Michael Maggio regarding same (0.2); multiple strategy conferences with Paul Hage regarding same (0.5); review U.S. Trustee motions (0.8); telephone conferences with John Lucas and Paul Hage regarding same (0.5).	2.30	1,322.50
12/08/2020	MAB	Prepare for Thursday conversion hearing (1.8); review revised conversion orders and provide comment regarding same (0.4).	2.20	1,265.00
12/09/2020	MAB	Prepare for Thursday conversion hearing (2.9).	2.90	1,667.50
12/10/2020	MAB	Prepare for (1.3) and participate in (2.3) conversion hearing; strategy conferences with case professionals regarding same (0.3); email correspondence with John Lucas regarding same (0.1).	4.00	2,300.00
12/14/2020	MAB	Draft declaration in support of substantive consolidation (2.9).	2.90	1,667.50
12/15/2020	MAB	Draft declaration in support of substantive consolidation (2.2).	2.20	1,265.00
12/16/2020	MAB	Draft declaration in support of substantive consolidation (1.9); email correspondence with Paul Hage regarding same (0.2).	2.10	1,207.50
12/18/2020	MAB	Review revisions to Lidvall declaration (0.3); strategy conference with Paul Hage regarding same (0.2); email correspondence with John Lucas regarding same (0.2); review Sellers' amended chapter 11 plan (0.5).	1.20	690.00

Official Committee of Unsecured Creditors

02/28/2021

Account No:

10836-001

Statement No:

269202

General Case Administration

			Hours	
12/21/2020	MAB	Review revised Lidvall declaration (0.3); email correspondence with John Lucas regarding same (0.1).	0.40	230.00
12/30/2020	MAB	Draft addendum to proofs of claim (1.2); e-mail correspondence with Paul Hage regarding same (0.2); finalize and file same (0.5).	1.90	1,092.50
01/05/2021	MAB	Email correspondence with debtors' professionals regarding case status (0.3); multiple strategy email correspondence with Paul Hage regarding same (0.2).	0.50	287.50
01/07/2021	MAB	Participate in Mark Sellers' bankruptcy hearing (0.7); prepare for and participate in conversion and substantive consolidation hearing (1.4); multiple strategy conferences with Paul Hage regarding same (0.3).	2.40	1,380.00
01/19/2021	MAB	Review Michael Maggio's proposed change to substantive consolidation order (0.3); email correspondence with Paul Hage regarding same (0.2).	0.50	287.50
01/25/2021	MAB	Telephone conference with John Piggins regarding extension of deadline to object to Sellers' discharge (0.3); email correspondence with Paul Hage regarding same (0.2).	0.50	287.50
01/26/2021	MAB	Telephone conference with Paul Hage regarding case status (0.3).	0.30	172.50
02/19/2021	MAB	Review Sellers' monthly operating report (0.2). For Current Services Rendered	<u>0.20</u> <u>28.20</u>	<u>115.00</u> <u>16,248.00</u>

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.30	\$685.00	\$205.50
Michael A. Brandess	27.90	575.00	16,042.50

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Page: 1

02/01/2021

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No: 10836-005
 Statement No: 268944

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

12/02/2020	MAB	Prepare monthly fee statement (0.8). For Current Services Rendered	Hours 0.80	460.00
			<hr/>	<hr/>
			0.80	460.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	0.80	\$575.00	\$460.00

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02/28/2021

Account No:

10836-006

Statement No:

269126

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Employment & Fee Application - other professionals

Fees

			Hours
02/18/2021	MAB	Email correspondence with Sheldon Stone regarding final fee application (0.3).	0.30
		For Current Services Rendered	<u>0.30</u>

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	0.30	\$575.00	\$172.50

Total Current Work	172.50
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Balance Due	<u>\$172.50</u>
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Past Due Amounts				
0-30	31-60	61-90	91-120	121+
172.50	0.00	0.00	36.98	5,329.26

Billing History				
Fees	Expenses	Finance Charge	Payments	
15,514.00	0.00	0.00	9,975.26	

MAB/MSM/EBV/JPF/JRO

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02/28/2021

Account No:

10836-008

Statement No:

269204

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Claims Analysis & Objections

		Fees	Hours
12/02/2020	MAB	Review Michigan tax claims (0.3).	0.30
12/22/2020	MAB	Telephone conference with Paul Hage regarding Mark Sellers employment agreement and claim objection (0.3).	0.30
12/24/2020	MAB	Review Mark Sellers employment agreement regarding claim objection (0.7); telephone conference with Paul Hage regarding same (0.3).	1.00
12/28/2020	MAB	Attention to correspondence regarding withdrawal of claim objection (0.3).	0.30
01/26/2021	MAB	Review claims and create list of potential objections (1.8). For Current Services Rendered	1.80 3.70
		Total Current Work	2,127.50
			2,127.50

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02/01/2021

Account No:

10836-011

Statement No:

268949

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

			Fees	Hours	
12/01/2020	MAB	Email correspondence and multiple strategy conferences with Paul Hage and Jason Torf regarding chapter 7 trustee (0.4).		0.40	230.00
12/07/2020	MAB	Email correspondence with Jason Torf regarding chapter 11 trustee motion (0.2).		0.20	115.00
01/27/2021	MAB	Multiple email correspondence with committee regarding conversion order and Mark Sellers' bankruptcy plan (0.9).		0.90	517.50
		For Current Services Rendered		1.50	862.50

Recapitulation					
Timekeeper		Hours	Rate	Total	
Michael A. Brandess		1.50	\$575.00	\$862.50	

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02/28/2021

Account No:

10836-015

Statement No:

269205

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

Fees

			Hours
12/07/2020	MAB	Draft 2004 motion of potential litigation targets (1.8).	1.80
12/16/2020	MAB	Draft 2004 motion of potential litigation targets (0.6).	0.60
12/18/2020	MAB	Draft 2004 motion of potential litigation targets (1.2).	1.20
12/28/2020	MAB	Draft riders to 2004 motion of potential litigation targets (2.3).	2.30
12/29/2020	MAB	Draft 2004 motion of potential litigation targets (2.9).	2.90
12/30/2020	MAB	Draft 2004 motion of potential litigation targets (1.4).	1.40
01/19/2021	MAB	Revise and continue drafting 2004 motion of Sellers and other insiders (2.4).	2.40
01/28/2021	MAB	Continue drafting 2004 motion and riders (1.3); e-mail correspondence with Paul Hage regarding same (0.2).	1.50
02/01/2021	MAB	Review stipulation extending deadline to object to Sellers' discharge (0.2); e-mail correspondence with Paul Hage regarding same (0.1).	0.30
02/08/2021	MAB	Telephone conference with Mark Melickian regarding D&O claims (0.3); email correspondence and telephone conference with Paul Hage regarding same (0.2).	0.50
For Current Services Rendered			<hr/> 14.90
			8,567.50

Exhibit C
(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*⁴

Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd
Jointly Administered

/

ORDER APPROVING FINAL APPLICATION OF SUGAR FELSENTHAL GRAIS & HELSINGER, LLP FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

This matter having come before the Court on the *Final Application of Sugar Felsenenthal Gras & Helsinger, LLP for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* (the “Application”)⁵ filed by Sugar Felsenenthal Gras & Helsinger, LLP (“SFGH”); notice of the Fee Application being sufficient and consistent with the Compensation Order; and no objections to the Fee Application having been filed:

IT IS HEREBY ORDERED:

1. The Fee Application is granted.
2. The fees and expenses allowed and paid pursuant to the Interim Fee Order are allowed and approved on a final basis.

⁴ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

⁵ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fee Application.

3. SFGH is granted an allowed administrative expense under section 503(b)(2) for professional fees and expenses incurred during the Application Period in the amount of \$35,500.

4. The fees and expenses set forth on the Supplemental Fee Statement filed by SFGH are allowed and approved on a final basis.

5. The Debtors are authorized and directed to promptly pay to SFGH the outstanding balance of the fees and expenses allowed under this Order.

6. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

END OF ORDER

Order prepared and submitted by:

JAFFE RAITT HEUER & WEISS, P.C.

Paul R. Hage (P70460)

27777 Franklin, Suite 2500

Southfield, Michigan 48034

Phone: (248) 351-3000

phage@jaffelaw.com

Counsel for the Official Committee of Unsecured Creditors of Barfly Ventures, LLC et. al.